

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
SABINE OIL & GAS CORPORATION, <i>et al.</i> ¹ ,)	Case No. 15-11835
)	
Debtors.)	Jointly Administered
)	

**DECLARATION OF DISINTERESTEDNESS OF C. ANDREW WEBER
IN SUPPORT OF RETENTION OF KELLY HART & HALLMAN LLP
AS AN ORDINARY COURSE PROFESSIONAL**

I, C. Andrew Weber, declare under penalty of perjury:

1. I am the Partner in Charge of Kelly Hart & Hallman LLP, located at 303 Colorado, Suite 2000, Austin, Texas 78701 (the "Firm").

2. Sabine Oil & Gas Corporation and certain of its affiliates, as debtors and debtors in possession (collectively, "Sabine" or the "Debtors"), have requested that the Firm provide legal services in connection with litigation defense to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sabine Oil & Gas Corporation (4900); Giant Gas Gathering LLC (3438); Sabine Bear Paw Basin LLC (2656); Sabine East Texas Basin LLC (8931); Sabine Mid-Continent Gathering LLC (6085); Sabine Mid-Continent LLC (6939); Sabine Oil & Gas Finance Corporation (2567); Sabine South Texas Gathering LLC (1749); Sabine South Texas LLC (5616); and Sabine Williston Basin LLC (4440). The location of Debtor Sabine Oil & Gas Corporation's corporate headquarters and the Debtors' service address is: 1415 Louisiana, Suite 1600, Houston, Texas 77002.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be retained by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I nor any principal, partner, director, or officer, etc. of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

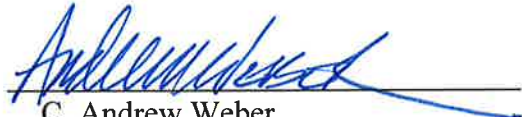
7. The Debtors owe the Firm \$0.00 for prepetition services and expenses.

8. As of the Petition Date, the firm was not party to an agreement for indemnification with certain of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 12th day of August, 2015.

By: 
C. Andrew Weber
Partner in Charge